

04/26/1927



April 26, 1927.

Rico Mining & Reduction Company,
722 Chestnut Street,
Saint Louis, Missouri.

Gentlemen:-

The undersigned, St. Louis Smelting & Refining Company,
hereby submits to you the following proposition:-

That, if your Company will convey to the St. Louis Smelting & Refining Company all of the property and assets owned by your Company including all mining properties, mining claims, plants, equipment, supplies, inventories, personal properties, all leases and/or leases and bonds on mining claims and/or mining properties situated in Dolores County, Colorado or elsewhere, and all other property of whatsoever kind and wheresoever situated and all current accounts and/or bills receivable, contracts, stocks, right of way grants, franchises and/or rights, St. Louis Smelting & Refining Company will assume and pay all current debts and obligations of Rico Mining & Reduction Company (except capital stock liability).

Yours very truly,

ST. LOUIS SMELTING & REFINING COMPANY,

By

Vice-President.

RECORD OF PROCEEDINGS

100 LEAVES

MINUTES OF MEETING OF STOCKHOLDERS OF RICO MINING & REDUCTION COMPANY

A Special Meeting of the stockholders of Rico Mining & Reduction Company was held in Room 812 International Life Building, 722 Chestnut Street, St. Louis, Missouri, on April 26, 1927, commencing at the hour of nine o'clock A.M., pursuant to notice duly given.

The following shareholders, constituting a quorum, were present in person or by proxy:

<u>Name</u>	<u>Class of Stock</u>	<u>No. of Shares</u>
Geo. O. Carpenter	No par value In person	1
O. H. Greene	No par value In person	1
C. E. Schwarz	No par value In person	1
H. H. Utley	No par value By proxy, J. A. Caselton	1
J. A. Caselton	No par value In person	9,996
J. A. Caselton	Preferred In person	4,000

Mr. Geo.O.Carpenter, President of the Company, was duly elected chairman of the meeting and Mr. J. A. Caselton acted as secretary of the meeting.

The Chairman laid before the meeting the following written proposition of St. Louis Smelting & Refining Company:

"Rico Mining & Reduction Company,
722 Chestnut Street,
Saint Louis, Missouri.

Gentlemen:-

The undersigned, St.Louis Smelting & Refining Company, hereby submits to you the following proposition:-

That, if your Company will convey to the St.Louis Smelting & Refining Company all of the property and assets owned by your Company including all mining properties, mining claims, plants, equipment, supplies, inventories, personal properties, all leases and/or leases and bonds on mining claims and/or mining properties situated in Dolores County, Colorado or elsewhere, and all other property of whatsoever kind and wheresoever situated and all current accounts and/or bills receivable, contracts, stocks, right of way grants, franchises and/or rights, St. Louis Smelting & Refining Company will assume and pay all current debts and obligations of Rico Mining & Reduction Company (except capital stock liability).

Yours very truly,
ST.LOUIS SMELTING & REFINING COMPANY,

(signed) J. A. Caselton,
Vice President. "

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On motion, duly made and seconded, the following resolution was submitted to the meeting:-

RESOLVED, that this Company accept the foregoing proposition of St. Louis Smelting & Refining Company and that this Company convey to said St. Louis Smelting & Refining Company all mining properties, mining claims, plants, equipment, supplies, inventories, personal properties, all leases and/or leases and bonds on mining claims and/or mining properties situated in Dolores County, Colorado or elsewhere, and all other property of whatsoever kind and wheresoever situated and all current accounts and/or bills receivable, contracts, stocks, right of way grants, franchises and/or rights in consideration of the assumption by said St. Louis Smelting & Refining Company of the obligation to pay all current debts of this Company (except capital stock liability).

This resolution was put to a viva voce vote of the shareholders and upon canvassing the vote it appeared that all of the shareholders had voted in favor of the same and that none had voted against it.

The Chairman thereupon declared that the said resolution had been duly adopted.

Thereupon, on motion duly made and seconded, the following resolution was submitted to the meeting:-

Whereas, after this Company shall have conveyed all of its properties and assets to St. Louis Smelting & Refining Company, as heretofore authorized by the shareholders at this meeting, the Company will have no property or assets with which to continue in business;

No, therefore, be it

RESOLVED, that the Board of Directors of this Company be and it hereby is authorized and directed to cause the dissolution of the corporate existence of this Company at such time and in such manner as said Board in its discretion may deem advisable.

Said resolution was put to a viva voce vote of the shareholders and upon canvassing the vote it appeared that all of the shareholders had voted in favor of the same and that none had voted against it.

The Chairman, thereupon, declared that said resolution had

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been duly adopted.

There being no further business before the meeting, the same was, on motion duly made and seconded, adjourned.


Secretary.

MINUTES OF SPECIAL MEETING OF DIRECTORS

of

RICO MINING & REDUCTION COMPANY

A Special Meeting of the Directors of the Rico Mining & Reduction Company was held in Room 812 International Life Building, 722 Chestnut Street, Saint Louis, Missouri, on April 26, 1927, at the hour of two o'clock P.M., pursuant to notice duly given, at which were present the following Directors constituting a quorum; viz: Geo. O. Carpenter, O. H. Greene, C. E. Schwarz, J.A. Caselton; absent, H. H. Utley.

Mr. Geo. O. Carpenter, President of the Company, acted as Chairman of the meeting, and Mr. J. A. Caselton acted as Secretary of the meeting.

The Chairman laid before the meeting minutes of a special meeting of the shareholders of this Company held this morning in Room 812 International Life Building, 722 Chestnut Street, Saint Louis, Missouri, and called attention to the action taken thereat by the shareholders.

On motion of Mr. Greene, seconded by Mr. Schwarz, the following resolution was unanimously adopted:-

RESOLVED, that pursuant to the action taken by the shareholders at a meeting this day held, the following proposition of St. Louis Smelting & Refining Company be and the same is hereby accepted; viz:

"Rico Mining & Reduction Company,
722 Chestnut Street,
Saint Louis, Missouri.

Gentlemen:-

The undersigned, St. Louis Smelting & Refining Company, hereby submits to you the following proposition:

That, if your Company will convey to the St. Louis Smelting & Refining Company all of the property and assets owned by your Company including all mining properties, mining claims, plants, equipment, supplies, inventories, personal properties, all leases and/or leases and bonds on mining claims and/or mining properties situated in Dolores County, Colorado, or

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elsewhere, and all other property of whatsoever kind and wheresoever situated and all current accounts and/or bills receivable, contracts, stocks, right of way grants, franchises and/or rights, St. Louis Smelting & Refining Company will assume and pay all current debts and obligations or Rico Mining & Reduction Company (except capital stock liability).

Yours very truly,

ST. LOUIS SMELTING & REFINING COMPANY,

(signed) J. A. Caselton,
Vice President. "

and be it further

RESOLVED, that this Company convey to said St. Louis Smelting & Refining Company all mining properties, mining claims, plants, equipment, supplies, inventories, personal properties, all leases and/or leases and bonds on mining claims and/or mining properties situated in Dolores County, Colorado, or elsewhere, and all other property of whatsoever kind and wheresoever situated and all current accounts and/or bills receivable, contracts, stocks, right of way grants, franchises and/or rights in consideration of the assumption by said St. Louis Smelting & Refining Company of the obligation to pay all current debts of this Company (except capital stock liability);

and be it further

RESOLVED, that the proper officers of this Company be and they hereby are authorized to make, execute, enseal, acknowledge and deliver on behalf of this Company all appropriate deeds, assignments, bills of sale and/or other instruments in writing to said St. Louis Smelting & Refining Company and to do all other acts and things necessary and proper to effectuate the intents and purpose of this resolution.

On motion of Mr. Greene, seconded by Mr. Schwarz, the following resolution was unanimously adopted:

RESOLVED, that after this Company shall have conveyed to St. Louis Smelting & Refining Company all of its property and assets, as heretofore authorized by the shareholders and by this Board, its corporate existence be dissolved at such time and in such manner as may be directed by the officers of this Company;

and be it further

RESOLVED, that whenever the officers of this Company deem it advisable to dissolve the corporate existence of this Company the proper officers of this Company be and they hereby are authorized and directed to take all steps and to do all acts and things necessary and proper to dissolve the corporate existence of this Company.

There being no further business before the meeting, the same, on motion duly seconded, adjourned.

MINUTES OF SPECIAL MEETING OF DIRECTORS

of

RICO MINING & REDUCTION COMPANY

A Special Meeting of the Directors of the Rico Mining & Reduction Company was held in Room 812 International Life Building, 722 Chestnut Street, Saint Louis, Missouri, on April 26, 1927, at the hour of two o'clock P.M., pursuant to notice duly given, at which were present the following Directors constituting a quorum; viz: Geo. O. Carpenter, O. H. Greene, C. E. Schwarz, J.A. Caselton; absent, H. H. Utley.

Mr. Geo. O. Carpenter, President of the Company, acted as Chairman of the meeting, and Mr. J. A. Caselton acted as Secretary of the meeting.

The Chairman laid before the meeting minutes of a special meeting of the shareholders of this Company held this morning in Room 812 International Life Building, 722 Chestnut Street, Saint Louis, Missouri, and called attention to the action taken thereat by the shareholders.

On motion of Mr. Greene, seconded by Mr. Schwarz, the following resolution was unanimously adopted:-

RESOLVED, that pursuant to the action taken by the shareholders at a meeting this day held, the following proposition of St. Louis Smelting & Refining Company be and the same is hereby accepted; viz:

"Rico Mining & Reduction Company,
722 Chestnut Street,
Saint Louis, Missouri.

Gentlemen:-

The undersigned, St. Louis Smelting & Refining Company, hereby submits to you the following proposition:

That, if your Company will convey to the St. Louis Smelting & Refining Company all of the property and assets owned by your Company including all mining properties, mining claims, plants, equipment, supplies, inventories, personal properties, all leases and/or leases and bonds on mining claims and/or mining properties situated in Dolores County, Colorado, or

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elsewhere, and all other property of whatsoever kind and wheresoever situated and all current accounts and/or bills receivable, contracts, stocks, right of way grants, franchises and/or rights, St. Louis Smelting & Refining Company will assume and pay all current debts and obligations or Rico Mining & Reduction Company (except capital stock liability).

Yours very truly,

ST. LOUIS SMELTING & REFINING COMPANY,

(signed) J. A. Caselton,
Vice President. "

and be it further

RESOLVED, that this Company convey to said St. Louis Smelting & Refining Company all mining properties, mining claims, plants, equipment, supplies, inventories, personal properties, all leases and/or leases and bonds on mining claims and/or mining properties situated in Dolores County, Colorado, or elsewhere, and all other property of whatsoever kind and wheresoever situated and all current accounts and/or bills receivable, contracts, stocks, right of way grants, franchises and/or rights in consideration of the assumption by said St. Louis Smelting & Refining Company of the obligation to pay all current debts of this Company (except capital stock liability);

and be it further

RESOLVED, that the proper officers of this Company be and they hereby are authorized to make, execute, enseal, acknowledge and deliver on behalf of this Company all appropriate deeds, assignments, bills of sale and/or other instruments in writing to said St. Louis Smelting & Refining Company and to do all other acts and things necessary and proper to effectuate the intents and purpose of this resolution.

On motion of Mr. Greene, seconded by Mr. Schwarz, the following resolution was unanimously adopted:

RESOLVED, that after this Company shall have conveyed to St. Louis Smelting & Refining Company all of its property and assets, as heretofore authorized by the shareholders and by this Board, its corporate existence be dissolved at such time and in such manner as may be directed by the officers of this Company;

and be it further

RESOLVED, that whenever the officers of this Company deem it advisable to dissolve the corporate existence of this Company the proper officers of this Company be and they hereby are authorized and directed to take all steps and to do all acts and things necessary and proper to dissolve the corporate existence of this Company.

There being no further business before the meeting, the same, on motion duly seconded, adjourned.

Secretary.

MINUTES OF MEETING OF STOCKHOLDERS OF
RICO MINING & REDUCTION COMPANY

A Special Meeting of the stockholders of Rico Mining & Reduction Company was held in Room 812 International Life Building, 722 Chestnut Street, St. Louis, Missouri, on April 26, 1927, commencing at the hour of nine o'clock A.M., pursuant to notice duly given.

The following shareholders, constituting a quorum, were present in person or by proxy:

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H. H. Utley	No par value By proxy, J. A. Caselton	1
J. A. Caselton	No par value In person	9,996
J. A. Caselton	Preferred In person	4,000

Mr. Geo.O.Carpenter, President of the Company, was duly elected chairman of the meeting and Mr. J. A. Caselton acted as secretary of the meeting.

The Chairman laid before the meeting the following written proposition of St. Louis Smelting & Refining Company:

"Rico Mining & Reduction Company,
722 Chestnut Street,
Saint Louis, Missouri.

Gentlemen:-

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Yours very truly,
ST. LOUIS SMELTING & REFINING COMPANY,

(signed) J. A. Caselton,
Vice President. "

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RESOLVED, that this Company accept the foregoing proposition of St. Louis Smelting & Refining Company and that this Company convey to said St. Louis Smelting & Refining Company all mining properties, mining claims, plants, equipment, supplies, inventories, personal properties, all leases and/or leases and bonds on mining claims and/or mining properties situated in Dolores County, Colorado or elsewhere, and all other property of whatsoever kind and wheresoever situated and all current accounts and/or bills receivable, contracts, stocks, right of way grants, franchises and/or rights in consideration of the assumption by said St. Louis Smelting & Refining Company of the obligation to pay all current debts of this Company (except capital stock liability).

This resolution was put to a viva voce vote of the shareholders and upon canvassing the vote it appeared that all of the shareholders had voted in favor of the same and that none had voted against it.

The Chairman thereupon declared that the said resolution had been duly adopted.

Thereupon, on motion duly made and seconded, the following resolution was submitted to the meeting:-

Whereas, after this Company shall have conveyed all of its properties and assets to St. Louis Smelting & Refining Company, as heretofore authorized by the shareholders at this meeting, the Company will have no property or assets with which to continue in business;

No, therefore, be it

RESOLVED, that the Board of Directors of this Company be and it hereby is authorized and directed to cause the dissolution of the corporate existence of this Company at such time and in such manner as said Board in its discretion may deem advisable.

Said resolution was put to a viva voce vote of the shareholders and upon canvassing the vote it appeared that all of the shareholders had voted in favor of the same and that none had voted against it.

The Chairman, thereupon, declared that said resolution had

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There being no further business before the meeting, the same was, on motion duly made and seconded, adjourned.

Secretary.